



KDDL LIMITED

TERMS & CONDITIONS OF APPOINTMENT OF INDEPENDENT DIRECTORS

The terms and conditions of appointment of the following Independent Directors are subject to the provisions of the applicable laws, including the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 (as amended from time to time) and Articles of Association of the Company:

Sr. No.	Name of Independent Director	Period		Term
1	Mr. Praveen Gupta	24 th August, 2015	23 rd August, 2020	First
2	Mr. Sanjiv Sachar	7 th March 2017	6 th March , 2022	First
3	Mrs. Ranjana Agarwal	6 th August, 2019	5 th August, 2024	Second
4	Mr. Anil Khanna	6 th August, 2019	5 th August, 2024	Second

1. Appointment

The appointment will be for the period mentioned against their respective names. Independent Directors will not be liable to retire by rotation. Re-appointment of each Independent Director subject to the provisions of all applicable laws, at the end of the term shall be based on the recommendation of the Nomination, Remuneration & Compensation Committee and subject to the approval of board and the Members.

2. Role and Duties

The Company expects its Directors to uphold ethical standard on integrity and probity. The Independent Director shall require to undertake such role, responsibility, duties and functions as prescribed in Schedule IV and such other applicable provisions, if any, of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and all other applicable laws.

3. Code of Conduct

The Independent Directors shall abide by the code of Conduct for Directors and Senior Management Personnel of the Company along with Code of Conduct of Independent Directors as mentioned in Schedule IV of the Companies Act, 2013.

4. Time Commitment

Independent Directors shall devote such time as is prudent and necessary for the proper performance of your role, duties and responsibilities as an Independent Director.

5. Board Committees

Board may, nominate an Independent Director on one or more of the Committees of the Board/Management established by the Company. On appointment to any one or more Committees, Independent Directors will be provided with the appropriate Committee charter which sets out the functions of that Committee.

6. Remuneration

Independent Directors will be entitled for sittings fees for attending the meetings of the Board and the Committees thereof. The Company will reimburse all fair and reasonable expenditure incurred by them for attending the meeting of Board and Committee's thereof.

7. Directors and Officers (D & O) Insurance

The Company has 'Directors' and Officers' Liability Insurance Policy' and it is intended to maintain such cover for the full term of appointment.

8. Confidentiality

The Directors shall maintain confidentiality of all information acquired during their appointment and should not release, communicate and disclose either during their appointment or following disengagement to third parties without the prior clearance of the Chairman of the Board.